

NEW ARTICLES OF ASSOCIATION
OF
THE HONG KONG SOCIETY FOR REHABILITATION
(香 港 復 康 會)

(As adopted by Special Resolutions passed on 25th September, 2019)

Incorporated the 10th day of July, 1973

Reprinted to include all amendments

up to 25th September, 2019

No. 34549

[COPY]

**COMPANIES ORDINANCE
(CHAPTER 32)**

CERTIFICATE OF INCORPORATION

I hereby certify that

THE HONG KONG SOCIETY FOR REHABILITATION

(香港復康會)

is this day incorporated in Hong Kong under the Companies Ordinance,
and that this Company is limited.

Issued by the undersigned on 10th July, 1973.

(Sd.) MR. P. JACOBS

MR. P. JACOBS

**for Registrar of Companies
Hong Kong**

THE COMPANIES ORDINANCE

(Chapter 32 of the Laws of Hong Kong, Revised Edition, 1964)

SECTION 21

WHEREAS His Excellency the Governor of Hong Kong has in exercise of the powers conferred on him by Section 63 of the Interpretation and General Clauses Ordinance deputed, among others, the person holding the office of Registrar General to exercise or perform on his behalf such powers or duties as are conferred or imposed upon him by Section 21 of the Companies Ordinance;

AND WHEREAS it has been proved to my satisfaction the “THE HONG KONG SOCIETY FOR REHABILITATION (香港復康會)” which is about to be registered under the said Companies Ordinance as a Society limited by guarantee, is formed for the purpose of promotion objects of the nature contemplated by Section 21 of the said Ordinance and that it is the intention of the said Society that the income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society, and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever by way of profit, to the persons who are members of the Society;

NOW THEREFORE I, PIERS JACOBS, Acting Registrar General of the Colony of Hong Kong, in exercise of the said powers delegated to me as aforesaid, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Society as subscribed by seven members thereof on the 24th day of March, 1973, do on behalf of His Excellency the Governor by this my licence direct “THE HONG KONG SOCIETY FOR REHABILITATION (香港復康會)” to be registered with limited liability without the addition of the word “Limited” to its name.

GIVEN under my hand at Victoria in the Colony of Hong Kong this Fifth day of July, One Thousand Nine Hundred and Seventy Three.

(*Sd.*) P. JACOBS
(P. Jacobs)
Acting Registrar General,
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 622)

*A Company Limited by Guarantee
and
not having any Share Capital*

**ARTICLES OF ASSOCIATION
OF
THE HONG KONG SOCIETY FOR REHABILITATION
(香港復康會)**

Part A Mandatory Articles

1. The name of the Company (hereinafter called “the Society”) is “The Hong Kong Society for Rehabilitation (香港復康會)” .
2. The Registered Office of the Society will be situated in Hong Kong.
3. The objects for which the Society is established are:-
 - (1) To acquire and take over the management, assets, property, effects, benefits, subscriptions, funds and liabilities to assume the functions of the Trustees of the Hong Kong Society for Rehabilitation Incorporated.
 - (2) To restore to health and economic self-sufficiency any persons with disabilities, injuries, and/or health challenges.
 - (3) To develop, promote and undertake services for persons of all ages with disabilities, injuries, and/or health challenges, and to recommend policy formulation and actions related to improving the wellbeing of the above.
 - (4) To consult, advise, or co-operate with any other person or organization in furthering the objects and aims of the Society.
 - (5) To give advice, assistance and aid to any person or organization on rehabilitation methods and work.
 - (6) To carry out, establish, construct, maintain, improve, manage and superintend, or to assist in the carrying out, establishment, construction, maintenance, improvement, management or superintendence of vocational centres, rehabilitation centres, care centres, training and retraining centres, hospitals, clinics, homes, hostels or the like.

- (7) To establish, maintain, operate and manage schools and exhibition halls and to provide for the delivery and holding of lectures, exhibitions, meetings, classes and conferences.
- (8) To receive and hold monies, right, title or interest in land or any other property.
- (9) To invest or dispose of any monies, right, title or interest in land or any other property of the Society in furtherance of the aims of the Society.
- (10) To take any other action deemed necessary for the furtherance of the objects and aims of the Society, including,
 - (i) undertaking any research, education or survey into rehabilitation problems whatsoever and whencesoever;
 - (ii) building, equipping and managing any institution for the rehabilitation of the sick, injured or persons of all ages with disabilities, injuries, and/or health challenges and providing appropriate treatment therein;
 - (iii) printing and publishing any newspapers, periodicals, books or leaflets;
 - (iv) acquiring, maintaining, operating or hiring motor coaches or vehicles for transporting the sick, injured or persons of all ages with disabilities, injuries, and/or health challenges to and from work, treatment and activities.
- (11) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Society.
- (12) To construct, maintain and alter any houses, buildings, parking spaces and equipment or works necessary or convenient for the purposes of the Society.
- (13) To take any gift or property, whether subject to any special trust or not, for any one or more of the objects of the Society.
- (14) To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society, in the shape of donations, annual subscription or otherwise.
- (15) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Society.
- (16) To borrow and raise money in such manner as the Society may think fit.
- (17) In furtherance of the objects of the Society, to invest, advance, lend and deal with the monies of the Society not immediately required, upon such securities and in such reasonable and prudent manner as may from time to time be determined by the Executive Committee provided that tight internal control would be adopted on advancing and lending money.
- (18) To undertake and execute any trusts or any agency business which may seem conducive to any of the objects of the Society.

- (19) To subscribe to any local or other charities, and to grant donations for any public purpose.
- (20) To provide a superannuation fund for the employees of the Society, or otherwise to assist any such employees, their widows and children.
- (21) To establish and support, and to aid in the establishment and support of, any other societies or associations formed for all or any of the objects of the Society.
- (22) To purchase or otherwise acquire or amalgamate with all companies, institutions, societies or associations having objects altogether or in part similar to those of the Society.
- (23) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.
- (24) To make by-laws or regulations for the various committees of the Society.
- (25) For the purposes of the Society, to establish one or more trusts comprising part or all of the property of the Society and to appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Society any property belonging to the Society, or in which it is interested, or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust, and to provide for the remuneration of such trustee or trustees, in accordance with the terms of references of the trusts as from time to time decided by the Society. The trustees shall have the full and unrestricted power at any time and from time to time to raise monies required for the purpose of a said trust hereof (including, without limitation, to finance the purchase of securities or other investment or property on a leveraged basis) upon such terms and in such manner as the trustees may think fit, with power to mortgage, charge, pledge or assign any property or part of any property comprised in a said trust fund in such manner and in all respects as the trustees of a said trust fund may think fit for the furtherance of the aims of the objects of the Society.

Provided that the Society shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Society would make it a trade union.

4. (1) The income and property of the Society shall be applied solely towards the promotion of the objects as set out in Part A of the Articles of Association.
- (2) Subject to paragraph (4) below, none of the income or property of the Society may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any member of the Society.
- (3) No member of the Executive Committee or governing body of the Society shall be appointed to any salaried office of the Society, or any office of the Society paid by fees and no remuneration or other benefit in money or

money's worth shall be given by the Society to any member of the Executive Committee or its governing body.

- (4) The requirement under paragraphs (2) and (3) above does not prevent the payment by the Society:
 - (a) of reasonable and proper remuneration to a member of the Society, not being a member of the Executive Committee or governing body of the Society, for any goods or services supplied by him or her to the Society;
 - (b) of reimbursement to a member of the Society for out-of-pocket expenses properly incurred by him or her for the Society;
 - (c) of interest on money lent by a member of the Society to the Society at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hongkong And Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (d) of rent to a member of the Society for premises let by him or her to the Society: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
 - (e) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Society is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
5. No addition, alteration or amendment shall be made to or in the Articles of Association of the Society for the time being in force, unless such addition, alteration or amendment has been previously submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Companies Ordinance (Chapter 622).
6. Articles 4 and 5 of Part A of the Articles of Association contain conditions on which the licence to omit the word "Limited" in the name of the Society was granted to the Society in pursuance of the former Companies Ordinance and pursuant to section 5 of Schedule 11 to the Companies Ordinance (Chapter 622), such license is regarded as a licence granted under section 103 for the purposes of that Ordinance.
7. The liability of the members of the Society is limited.

8. Every voting member of the Society undertake to contribute to the assets of the Society, in the event of the same being wound up while he is a member or within 1 year thereafter, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a member, and the cost, charges and expenses of winding up the same and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding HK\$10.
9. If upon the winding-up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income and property amount its or their members to an extent at least as great as is imposed on the Society under or by virtue of Article 4 of Part A of the Articles of Association and this article, such institution or institutions to be determined by the members of the Society at or before the time of dissolution and in default thereof by a judge of the High Court of the Hong Kong Special Administrative Region as may have or acquire jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provisions, then to some charitable objects.
10. Sufficient accounting records shall be kept of the sums of money received and expended by the Society and the matter in request of which such receipts and expenditure take place, and of the property, credits, and liabilities of the Society. Once at least in every financial year, the accounts of the Society shall be examined and the correctness of the financial statements ascertained by 1 or more Certified Public Accountants.
11. The Society shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

Part B Other Articles

Interpretation

1. In these Articles, unless there is something in the subject or context inconsistent therewith:-

“Articles” shall mean the articles of association of the Society for the time being.

“Chairperson” shall mean the Chairperson of the Executive Committee of the Society for the time being.

“Executive Committee Member” shall mean a member of the Executive Committee of the Society for the time being and every such member shall be deemed to a “director” of the Society for the purpose of the Ordinance.

“members” shall mean the members of the Society, comprising ordinary members and associate members of the Society, unless specified otherwise, and “voting member” referred to in Article 8 of Part A of these Articles shall mean an ordinary member.

“Ordinance” shall mean the Companies Ordinance (Chapter 622), including the related subsidiary legislation.

“reporting documents” means the reporting documents for a financial year as referred to in section 357(2) of the Ordinance.

“Society” shall mean the Society registered as “The Hong Kong Society for Rehabilitation (香港復康會)”.

“Vice-Chairperson” shall mean the Vice-Chairperson of the Executive Committee of the Society for the time being.

Words importing the singular number only shall include the plural and vice versa.

Words importing the masculine gender shall include the feminine gender and vice versa.

General

2. The number of members shall be fixed by the Society from time to time.
3. The Society is established for the objects expressed in Article 3 of Part A of these Articles.

Admission to Membership

4. The members of the Society shall be divided into the following classes viz:-
 - (a) ordinary members who may subscribe on (i) an annual basis or (ii) a life basis; and
 - (b) associate members.
5. Any person whether residing in Hong Kong or elsewhere may apply to become an ordinary member subject to the approval of the Executive Committee and upon payment of the subscription hereinafter prescribed.
6. Any corporation or firm or charitable organization may apply to become an associate member subject to the approval of the Executive Committee and upon payment of the subscription hereinafter prescribed. An associate member which is a corporation or firm or charitable organization must nominate 1 person or 2 persons jointly to represent the corporation or firm or charitable organization in order to enjoy the privileges and rights as an associate member of the Society. The corporation or firm or charitable organization shall inform the Society at once whenever there is change to the person or persons nominated by it.
7. Every member who has been accepted as an ordinary member shall pay his membership subscription in the following manner:-
 - (a) a sum for ordinary membership of HK\$500.00 annually, or any other sum to be determined by the Executive Committee, in advance on the 1st May of each and every year; or
 - (b) a single payment for life membership of HK\$5,000.00 or any other sum to be determined by the Executive Committee at the time of admission to life membership.
8. Every member accepted as an associate member shall pay associate membership subscription of HK\$20.00 annually, or any other sum to be determined by the Executive Committee, in advance on the 1st May of each and every year.
9. Membership of the Society shall cease upon the death, dissolution or resignation of the member or on non-payment of the membership subscription prescribed for more than 3 months after such notice of arrears has been given to the member as the Executive Committee shall direct.

Expulsion of Members

10. (a) If any member violates these Articles, by-laws, rules or regulations of the Society or if his opinion or conduct shall in the opinion of the Executive Committee be injurious to the interest or character of the Society, or in contradiction or disagreement with the opinion or policy of the Society, it shall be the duty of the Executive Committee to invite such member to give a written explanation to the Executive Committee within 3 weeks or to appear before a meeting of the Executive Committee convened to consider his case.
- (b) If the Executive Committee is not satisfied with the explanation offered by such member or no explanation was given by such member within 3 weeks, it shall call upon such member to resign, and should he not do so within 3 weeks, his name shall be removed from the list of members and he shall thereupon cease to be a member of the Society provided always that the decision calling upon him to resign must be supported by at least a two-third majority of the Executive Committee Members.
- (c) An Executive Committee Member shall not act at any meeting of the Executive Committee to consider any case under the paragraphs (a) and (b) above of which he is the member subject to consideration.

General Meetings

11. Subject to sections 611, 612 and 613 of the Ordinance, the Society must, in respect of each financial year of the Society, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance. The above named general meeting shall be called “annual general meeting”; and any other general meeting shall be called “extraordinary general meeting”.
12. The Executive Committee may, if it thinks fit, call a general meeting.
13. If the Executive Committee is required to call a general meeting under section 566 of the Ordinance, it must call the meeting in accordance with section 567 of the Ordinance.
14. If the Executive Committee does not call a general meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one-half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

Notice of General Meetings

15. An annual general meeting must be called by notice of at least 21 days in writing. A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
16. The notice is exclusive of the day on which it is served or deemed to be served; and the day for which it is given and notice must—
 - (a) specify the date and time of the meeting;
 - (b) specify the place of the meeting;
 - (c) state the general nature of the business to be dealt with at the meeting;
 - (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
 - (e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting—
 - (i) include notice of the resolution; and
 - (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
 - (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
 - (g) contain a statement specifying a member's right to appoint a proxy under section 596(1) of the Ordinance.

Paragraph (e) above does not apply in relation to a resolution of which notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or notice has been given under section 615 of the Ordinance. Despite the fact that a general meeting is called by shorter notice than that specified in this Article, it is regarded as having been duly called if it is so agreed for an annual general meeting, by all the members entitled to attend and vote at the meeting; and in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.

17. Service of notice of members shall be conveyed through the post to the last known address of the members or by electronic mail or other forms of electronic communication as approved by the Executive Committee and provided by the members for such purpose.

18. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meetings.

Proceedings at General Meetings

19. No business shall be transacted at any general meeting unless a quorum of ordinary members is present at the time when the general meeting proceeds to business and such quorum shall consist of not less than 10 ordinary members or one-third of the total number of ordinary members for the time being, whichever is the less.
20. If within half an hour from the time appointed for the general meeting a quorum is not present, the general meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at such time and place as those present shall decide, at which the number of members present will form a quorum.
21. The President, or in his absence, the Vice-President, or in their absence, the Chairperson, or in their absence, a Vice-Chairperson shall preside as chairperson of the general meeting of the Society. If at any general meeting, the President, the Vice-President, the Chairperson and Vice-Chairpersons shall not be present, one of the Executive Committee Members shall be chosen to preside the general meeting and if no Executive Committee Member shall be present, the members present shall choose one of the members to be chairperson of the general meeting.
22. At any general meeting a resolution put to the vote of the meeting shall be decided by a majority of votes of those ordinary members present and eligible to vote on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least 5 ordinary members present in person, and entitled to vote and, unless a poll is so demanded, a declaration by the chairperson of the general meeting that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Society, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favor of, or against, that resolution.
23. If a poll is duly demanded, it shall be taken in such a manner as the chairperson of the general meeting directs, and the result of the poll shall be deemed to be the resolution of the general meeting at which the poll was demanded.

24. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the general meeting, at which the show of hands takes place, or at which the poll is demanded shall be entitled to a second or casting vote.

Votes of Members

25. All ordinary members are entitled to vote and each ordinary member is entitled to 1 vote, whether by show of hands or on a poll. Associate members are not entitled to vote and shall have no voting right.
26. No ordinary member shall be entitled to vote in person or by proxy at any general meeting unless all monies presently payable by the member to the Society have been paid.
27. On a poll, votes may be given by an ordinary member either personally or by proxy.
28. The instrument appointing a proxy by an ordinary member shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. A proxy of an ordinary member must be an ordinary member of the Society.
29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power or authority shall be deposited at the registered office of the Society or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
30. An instrument appointing a proxy shall be in such form as approved by the Executive Committee.
31. The instrument appointing a proxy by an ordinary member shall be deemed to confer authority to demand or join in demanding a poll.

Executive Committee

32. The Society shall have an Executive Committee of not more than 25 or not less than 9 members who shall be elected by ordinary resolution passed at annual general meeting of the Society. An Executive Committee Member shall be an ordinary member of the Society.

33. The Executive Committee Members of the Society appointed under article 32 of these articles shall hold office for a term of 2 years until the conclusion of second annual general meeting following their election or re-election. An Executive Committee Member shall be eligible for re-election after expiring of his term of office, provided that no Executive Committee Member is entitled to be re-elected as an Executive Committee Member immediately after 5 consecutive terms (commencing on or after the effective date of adoption of these Articles) as an Executive Committee Member. However, he may stand for election as an Executive Committee Member again after lapse of 1 year.
34. The Executive Committee shall immediately after their election and at their first meeting elect from amongst themselves a Chairperson and 1 or more Vice-Chairpersons. The maximum number of Vice-Chairpersons may be fixed by the Executive Committee from time to time.
35. The Chairperson so elected by the Executive Committee shall serve for a term of 2 years. No Executive Committee Member of the Society is entitled to be re-elected as the Chairperson immediately after 3 consecutive terms (commencing on or after the effective date of adoption of these Articles) as the Chairperson of the Executive Committee, exclusive of the period served as an Executive Committee Member before being elected as a Chairperson. However, he may stand for election as a Chairperson again after lapse of 1 year.
36. A Vice-Chairperson so elected by the Executive Committee shall serve for a term of 2 years. No Executive Committee Member of the Society is entitled to be re-elected as the Vice-Chairperson of the Executive Committee immediately after 5 consecutive terms (commencing on or after the effective date of adoption of these Articles) as an Executive Committee Member. However, he may stand for election as a Vice-Chairperson of the Executive Committee again after lapse of 1 year.
37. Any vacancy which may occur in the Executive Committee may be filled by the appointment of any ordinary member of the Society by a resolution of the Executive Committee.
38. Subject to Article 32 of Part B of these Articles, the Executive Committee shall have power at any time and from time to time to appoint an ordinary member as Executive Committee Member who shall hold office until expiry of term of office of Executive Committee Members in accordance with Article 33 of Part B of these Articles.

Honorary Titles

39. The Executive Committee shall have the power from time to time and at any time invite and appoint any person or persons with honorary titles of the Society on such terms and conditions and in such manner as the Executive Committee

may determine. Such person or persons so appointed shall not by virtue only of such appointments be members of the Society nor Executive Committee Members and shall have no rights to vote at general meetings of the Society and meetings of the Executive Committee unless they are ordinary members of the Society or Executive Committee Members as the case may be. Such person or persons shall give advice or support to the Executive Committee and may attend general meetings of the Society or meetings of the Executive Committee as to be determined by the Executive Committee from time to time.

Patron

40. The Patron shall not necessarily be a member of the Society and shall be invited to become Patron of the Society by the Executive Committee from time to time and shall hold office on such terms and conditions and in such manner as the Executive Committee may determine.

Vice-Patron

41. The Vice-Patron shall not necessarily be a member of the Society and shall be invited to become Vice-Patron of the Society by the Executive Committee from time to time and shall hold office on such terms and conditions and in such manner as the Executive Committee may determine.

President

42. The President shall not necessarily be a member of the Society and shall be invited to become President of the Society by the Executive Committee from time to time and shall hold office on such terms and conditions and in such manner as the Executive Committee may determine.

Vice-President

43. The Vice-President shall not necessarily be a member of the Society and shall be invited to become Vice-President of the Society by the Executive Committee from time to time and shall hold office on such terms and conditions and in such manner as the Executive Committee may determine.

Honorary Secretary

44. The Executive Committee shall appoint an honorary secretary of the Society who must be an Executive Committee Member and the honorary secretary of the Society so appointed shall serve for a term of 2 years. No Executive Committee Member is entitled to be appointed as honorary secretary immediately after 5 consecutive terms (commencing on or after the effective date of adoption of these Articles) as an Executive Committee Member. However, he may be eligible for election as honorary secretary again after lapse of 1 year.

Honorary Treasurer

45. The Executive Committee shall appoint an honorary treasurer of the Society who must be an Executive Committee Member and the honorary treasurer of the Society so appointed shall serve for a term of 2 years. No Executive Committee Member is entitled to be appointed as honorary treasurer immediately after 5 consecutive terms (commencing on or after the effective date of adoption of these Articles) as an Executive Committee Member. However, he may be eligible for election as honorary treasurer again after lapse of 1 year.

Powers and Duties of the Executive Committee

46. The operations of the Society shall be managed by the Executive Committee who may pay all the expenses incurred in promoting and registering the Society and may exercise all such powers of the Society as are not by the Ordinance, or by these Articles required to be exercised by the Society in general meeting subject nevertheless to any regulation of these Articles, to the provisions of the Ordinance, and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Society in general meeting; but no regulation made by the Society in general meeting shall invalidate any prior act of the Executive Committee, which would have been valid if that regulation had not been made.
47. The Executive Committee shall have power from time to time to make, add to, alter and rescind all such by-laws, rules and regulations as they may deem necessary or convenient for the proper conduct and management of the Society. Provided always that no by-laws, rules and regulations so made shall be inconsistent with or shall effect or repeal anything contained in these Articles and that any by-laws, rules and regulations may be set aside by a special resolution of general meeting of the Society.
48. The Executive Committee shall have power at any time and from time to time appoint such committees or sub-committees for such purposes as they deem fit and may determine the powers, functions and duties of any such sub-committees.
49. The Executive Committee may invite any person or persons to attend any meeting of the Executive Committee or any general meeting of the Society in an advisory capacity or in the capacity of an observer.
50. No contracts may be entered into by the Society except in accordance with the directions of the Executive Committee.
51. All correspondence shall be signed on behalf of the Society by any person or persons to be appointed by the Executive Committee for such purpose.

52. The Executive Committee may make directions for the better performance of its duties, or for the establishment or regulation of any committee or sub-committee to perform any of its duties in accordance with Article 48 of Part B of these Articles.
53. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Society shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Executive Committee shall from time to time by resolution determine.
54. The acts of any meeting of the Executive Committee Member or a committee of Executive Committee Members or the acts of any person acting as an Executive Committee Member are as valid as if the Executive Committee or the person had been duly appointed as an Executive Committee Member and was qualified to be an Executive Committee Member, even if it is afterwards discovered that there was a defect in the appointment of any of the Executive Committee Members or any 1 or more of them were not qualified to be an Executive Committee Member or were disqualified from being an Executive Committee Member.
55. The Executive Committee shall cause proper minutes to be kept of all meetings of the Society and the Executive Committee and proper records to be kept of all transactions of the Society.

Proceeding of the Executive Committee

56. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless otherwise determined the Executive Committee shall meet not less than 4 times a year and 7 day's prior notice of the meeting shall be given. Questions arising at any meeting shall be decided by the majority of votes. In case of an equality of votes the Chairperson shall have a second or casting vote. Meeting of the Executive Committee may be convened on the request of the Chairperson or by requisition in writing signed by 5 Executive Committee Members stating the objects for which such meetings are to be convened. The Executive Committee may regulate its proceedings in such manner as it may from time to time determine.
57. The quorum necessary for the transaction of the business of the Executive Committee shall be 5 Executive Committee Members or one-third of the total number of Executive Committee Members, whichever is the less.
58. A resolution in writing signed by not less than two-third of the Executive Committee Members for the time being shall be as valid and effective as resolution passed at a meeting of the Executive Committee. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed or agreed by 1 or more Executive Committee

Members. Any indication of agreement of such resolution by an Executive Committee Member may be sent or notified to the Executive Committee in hard copy form in writing or by way of facsimile, electronic mail or other forms of electronic communication as approved by the Executive Committee from time to time.

Conflicts of interest

59. (1) This Article applies if an Executive Committee Member is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the company that is significant in relation to the Society's operations and the Executive Committee Member's interest is material.
- (2) The Executive Committee Member must declare the nature and extent of the Executive Committee Member's interest to the other Executive Committee Members in accordance with section 536 of the Ordinance.
- (3) The Executive Committee Member must neither vote in respect of the transaction, arrangement or contract in which the Executive Committee Member is so interested nor be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) If the Executive Committee Member contravenes paragraph (3) above, the vote must not be counted.
- (5) Paragraph (3) above does not apply to—
- (a) an arrangement for giving an Executive Committee Member any security or indemnity in respect of money lent by the Executive Committee Member to or obligations undertaken by the Executive Committee Member for the benefit of the Society;
 - (b) an arrangement for the Society to give any security to a third party in respect of a debtor obligation of the Society for which the Executive Committee Member has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
 - (c) subject to Article 4 of Part A of these Articles, an arrangement under which benefits are made available to employees and Executive Committee Members or former employees and former Executive Committee Members of the Society or any of its subsidiaries, which do not provide special benefits for Executive Committee Members or former Executive Committee Members.
- (6) A reference in this Article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

60. (1) Subject to Article 4 of Part A of these Articles hereof, an Executive Committee Member may hold any other office under the Society (other than the office of auditor) in conjunction with the office of Executive Committee Member for a period and on terms that the Executive Committee determines.
- (2) An Executive Committee Member or intending Executive Committee Member is not disqualified by the office of the Executive Committee Members from contracting with the Society—
- (a) with regard to the tenure of the other office mentioned in paragraph (1) above; or
 - (b) as vendor, purchaser or otherwise.
- (3) The contract mentioned in paragraph (2) above or any transaction, arrangement or contract entered into by or on behalf of the Society in which any Executive Committee Member is in any way interested is not liable to be avoided.
- (4) An Executive Committee Member who has entered into a contract mentioned in paragraph (2) above or is interested in a transaction, arrangement or contract mentioned in paragraph (3) above is not liable to account to the Society for any profit, if any, realized by the transaction, arrangement or contract by reason of—
- (a) the Executive Committee Member holding the office; or
 - (b) the fiduciary relation established by the office.
- (5) Paragraph (1), (2) or (3) above only applies if the Executive Committee Member has declared the nature and extent of the Executive Committee Member's interest under the paragraph to the other Executive Committee Members in accordance with section 536 of the Ordinance.
- (6) An Executive Committee Member may be a director or other officer of, or be otherwise interested in—
- (a) any company promoted by the Society; or
 - (b) any company in which the Society may be interested as shareholder or otherwise.
- (7) Subject to the Ordinance, the Executive Committee Member is not accountable to the Society for any remuneration or other benefits, if any, received by the Executive Committee Member as a member or officer of, or from the Executive Committee Member's interest in, the other company unless the Society otherwise directs.

Disqualification of Executive Committee Members

61. The office of an Executive Committee Member shall be vacated if such Executive Committee Member:-

- (a) holds any office of profit under the Society; or
- (b) becomes bankrupt or makes any arrangement or composition with such member's creditors generally; or
- (c) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law; or
- (d) is found lunatic or becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Society; or
- (f) ceases as an ordinary member of the Society; or
- (g) is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest in manner required by section 536 of the Ordinance; or
- (h) is removed as an Executive Committee Member by an ordinary resolution of the Society.

Common Seal

62. The seal of the Society shall be retained in the custody of the Executive Committee. Except by the authority of a resolution of the Executive Committee, the seal of the Society shall not be affixed to any instrument and every instrument to which the seal of the Society is so affixed, shall be signed by the Chairperson or a Vice-Chairperson and countersigned by such person or persons as the Executive Committee may appoint for this purpose.

Accounts

63. The Executive Committee must keep accounting records that:
- (a) comply with Subdivision 2 of Division 4 of Part 9 of the Ordinance; and
 - (b) enable the Executive Committee Members to prepare financial statements for each financial year in accordance with Subdivision 3 of Division 4 of Part 9 of the Ordinance.
64. The accounting records shall be kept at the registered office of the Society, or subject to the provisions of the Ordinance, at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of the Executive Committee Members.

65. The Executive Committee shall from time to time determine at what times and places and under what conditions or regulations the accounting records of the Society or any of them shall be open to the inspection of members not being Executive Committee Members, and no member (not being an Executive Committee Member) shall have any right of inspecting any of the accounting records or document of the Society excepts as conferred by statute or authorized by the Executive Committee or by the Society in general meeting.
66. The Executive Committee shall, in respect of each financial year, in accordance with section 429 of the Ordinance, cause to be prepared and to be laid before the Society in annual general meeting a copy of the reporting documents for the financial year within the period specified in section 431 of the Ordinance.
67. A copy of the reporting documents which is to be laid before the Society in the annual general meeting shall not less than 21 days before the date of the meeting be sent, in accordance with section 430 of the Ordinance, to every member of the Society.

Audit

68. Auditors shall be appointed and their duties regulated in accordance with section 415(6) (a) and (b) of the Ordinance.

Miscellaneous

69. If any prosecution action or suit at law commenced against any member (not being an Executive Committee Member) or any officer, employee or agent of the Society for anything done by him or them in the proper or reasonable discharge of their duties such person or persons shall be defended and indemnified by and at the cost of the Society from all damages costs and expenses which may be incidental to or result from such prosecution action or suit at law and the property and funds of the Society may be applied for such purpose as may be directed by the Executive Committee from time to time. Provided however that none of such funds shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.
70. Only in furtherance of the objects of the Society but not otherwise, the Executive Committee may decide to purchase and maintain insurance, at the expense of the Society, for any Executive Committee Member of the Society, or any director of an associated company of the Society, against—
 - (a) any liability to any person attaching to the Executive Committee Member or director in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Society or associated company (as the case may be); or

- (b) any liability incurred by the Executive Committee Member or director in defending any proceedings (whether civil or criminal) taken against the Executive Committee Member or director for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Society or associated company (as the case may be).

Winding-up of the Society

- 71. Articles 8 and 9 of Part A of these Articles relating to the winding-up or dissolution of the Society shall have effect and be observed as if the same were repeated in these other Articles.

Notices on Change of Members' Particulars

- 72. Members changing their registered addresses shall give due notice to the secretary of the Society and furnish him with an address to which notices and letters may be sent. All notices and letters sent by post or otherwise to such address (in default of notice of change of address) shall be considered as having been duly received by the member.

WE, the several persons whose names, addresses and descriptions are hereinto subscribed are desirous of being formed into a company in pursuance of these Articles of Association:-

Names, Addresses and Descriptions of Subscribers

(Sd.) Mr. JOHN L. MARDEN
Company Director
Wheelock Marden & Company Ltd.
5/F., Lane Crawford House,
Hong Kong.

(Sd.) Dr. HARRY S.Y. FANG
Orthopaedic Surgeon
306 Tak Shing House,
Hong Kong.

(Sd.) Mr. T.D. POLAND
Personnel Manager
Butterfield & Swire (HK) Ltd.
Union House,
Hong Kong.

(Sd.) Mr. T.J. BARTLETT
Training Officer
Taikoo Dockyard,
Quarry Bay,
Hong Kong.

(Sd.) Rev. Father JOHN COLLINS
Jade Mansion, 6th Floor,
Flat No. 3, No. 40 Waterloo Rd.,
Kowloon.

Names, Addresses and Descriptions of Subscribers

(Sd.) Mr. KHO KIEM AN
Architect
Kho Kiem An Associates
603 Fu House,
Hong Kong.

(Sd.) Mr. M.B. LEE
Certified Public Accountant
M. B. Lee & Co.
1122 Prince's Building,
Hong Kong.

Dated the 24th day of March, 1973.

Witness to the above signatures:-

(Sd.) M.K. Lam
Solicitor,
Hong Kong.